



**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, May 16, 2019	TIME: 9:01 a.m. – 3:55 p.m.
TELECONFERENCE: Toll free dial-in number: 1-877-394-5901 Local dial-in number: 416-548-6023 Conference ID:3476387 Moderator: RPRA	
Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Joyce Barretto (Secretary), Ken Kawall (Treasurer), David Brezer, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Mary Shenstone, Nidhi Tandon Regrets: Saqib Cheema Guests: John Armiento, Resource Recovery Policy Branch, MECP Gail Bergman, Chaplin & Co Chartered Accountants Bruce Campbell, OTS Administrator Charlie Graves & Terry Rawlings, Modus Research RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:01 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

Directors A. Nemtin and R. Sharma each declared a conflict of interest for item 6.2.3.

The Board Chair declared a conflict for a topic to be raised under item 13.6 Other In Camera Business.



2.0 Board In Camera Session

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

3.0 Board Chair Report

The Board Chair introduced her report which provided an overview of recent discussions with the Minister and his staff.

4.0 CEO Report

The CEO presented his report which included updates on stakeholder engagement activities, areas that the executive team are currently focusing on, ministry activities, and internal staff activities. There was a discussion about the Authority's Industry Advisory Group and future plans for additional advisory groups.

5.0 Consent Items

Motion: IT IS RESOLVED:

1. That the Board of Directors approve the following minutes:
 - 5.1 Minutes of April 18, 2019 Board Meeting
 - 5.2 Minutes of April 29, 2019 Board Meeting

2. That the Board receive the remaining consent items:
 - 5.3 Business Arising
 - 5.4 Correspondence
 - 5.5 Audit and Risk Committee Report Information Item
 - a) Minutes of March 28, 2019
 - 5.6 Finance and Technology Committee Report Information Item
 - a) Minutes of December 5, 2018

It was duly Moved, Seconded and Carried.



6.0 Board Committee Reports

6.1 Audit and Risk Committee Report

6.1.1 Presentation of Auditors Report

The Auditor, Gail Bergman of Chaplin & Co Chartered Accountants, presented her report, noting her clean opinion on the Authority's 2018 financial statements.

The Treasurer noted that he was satisfied with the financial statements.

6.1.2 2018 Draft Financial Statements

The Audit & Risk Committee Chair discussed the Committee's recommended changes to the draft financial statements.

The manner in which total Board compensation will be reported in the Authority's annual report was considered by the Board in order to ensure that the requirements of the Transitional Operating Agreement are met.

Motion: IT IS RESOLVED that the Board:

1. approves the 2018 Audited Financial Statements and the accompanying notes;
2. authorizes the execution of the required documents by the Board Chair, Audit and Risk Committee Chair and Treasurer, as applicable; and
3. authorizes the inclusion of the 2018 Audited Financial Statements and the accompanying notes in the 2018 Annual Report, for submission to the Ministry and presentation at the public Annual Meeting.

It was duly Moved, Seconded and Carried.

6.2 Governance Committee Report

6.2.1 IFO Wind Up Ad Hoc Committee Mandate

The Committee Chair presented the rationale for changing the name and mandate of the IFO Wind Up Ad Hoc Committee to the WDTA Transition and Oversight Committee.

It was noted that the proposed new mandate would involve transferring responsibility for overseeing the process for setting and developing a recommendation on the Blue Box steward obligation from the Finance and Technology Committee to the WDTA Transition and Oversight Committee. Members of the Finance and Technology Committee raised no concerns about the transfer of responsibility.



Motion: BE IT RESOLVED that the IFO Wind Up Ad Hoc Committee be renamed the WDTA Transition and Oversight Committee and be made a permanent committee of the Board with the mandate set out below, and that necessary changes be made to the Governance Charter to reflect this change.

Mandate:

WDTA Transition and Oversight Committee

Purpose

The WDTA Transition and Oversight Committee has been established to assist the Board in its oversight of the organization's activities relating to waste diversion programs operating under the *Waste Diversion Transition Act, 2016*, including program performance, transition, and wind up.

Powers and Duties

The WDTA Transition and Oversight Committee shall have the following specific functions, duties and responsibilities:

1. Review and make recommendations to the Board regarding the approval of program and IFO wind up plans;
2. Review and approve a process for receiving submissions from affected parties regarding the determination of the total Blue Box Steward Obligation, oversee the development of methodologies for calculating the Steward Obligation, and assist the Board in setting the annual Steward Obligation;
3. Oversee activities relating to Municipal Datacall audits, and review and recommend changes to the Datacall guide
4. Oversee the development of the Authority's consultation plans relating to IFO wind up plans submitted to the Authority for approval;
5. Review reports about the performance of waste diversion programs;
6. Help ensure effective transition of waste diversion programs from the WDTA to individual producer responsibility under the RRCEA, by reviewing reports on transition and the implementation of wind up in accordance with wind up plans, and
7. Review and recommend changes to the Wind Up Guide.

It was duly Moved, Seconded and Carried.

6.2.2 Appointment of Board Officers

The Committee Chair presented the Committee's recommendations regarding the appointment of Board officers for the next year.



Following discussion about the recommendations, it was noted that the Board will be with presented with the recommended officer appointments for approval at the annual meeting of the Board to be held following the regular Board meeting.

6.2.3 Expiry of Elected Director Terms

Directors A. Nemtin and R. Sharma excused themselves from the meeting.

The Committee Chair noted that the terms of Directors Nemtin and Sharma are expiring on October 31, 2019. He explained that the Governance Committee was recommending that both directors be re-elected for three year terms and was bringing this to the Board's attention at this time to accommodate a recruitment process if the Board wished such a process to be implemented.

Following a discussion about the criteria used to assess directors and the process for electing and re-electing directors, the Board supported the Governance Committee's recommendation.

It was noted that the Governance Committee will bring a recommendation for re-election of Directors Nemtin and Sharma to the Board prior to the term expiry.

Directors A. Nemtin and R. Sharma joined the meeting.

6.2.4 Nominees for Board Committees and Committee Chairs

The Committee Chair presented the Committee's recommendations regarding the appointment of Committee members and Committee Chairs for the next year. It was noted that the Committee recommended minimal changes in order to provide continuity.

Director Poirier had volunteered to replace the Board Chair as Chair of the Human Resources Committee. The Board Chair would remain as Chair of the WDTA Transition and Oversight Committee. The Board Chair would also be an ex officio member of the Governance, Finance and Technology, and Human Resources Committees, and a full member of the Audit & Risk Committee.

The Board agreed that, as an ex officio Committee member, the Board Chair would count for purposes of calculating quorum and can vote if she is present at the Committee meeting, but that she would not count for purposes of calculating quorum if she is not present at the Committee meeting. It was discussed that the Governance Committee could re-consider the protocol for ex officio Committee members when the Governance Charter is reviewed later in the year.

It was noted that the Board will be presented with the recommended Committee appointments for approval at the annual meeting of the Board to be held following the regular Board meeting.



6.2.5 Update Skills Matrix

The Committee Chair noted that, under the Transitional Operating Agreement, the Board is obligated to periodically update its skills profile and is required to submit the skills profile to the Minister upon request. The Committee Chair noted that the skills matrix would be circulated to Board members so that members could provide updates to the skills attributed to them and provide suggestions for continuous improvement of the matrix.

6.2.6 Director Remuneration Policy

The Committee Chair presented the Committee's recommendation to revise the director remuneration per diem rates in line with the rates of remuneration for part-time appointees to regulatory agencies, as set out in the Ontario Public Service Agencies & Appointments Directive. It was noted that the Authority's Transitional Operating Agreement requires that its director remuneration should be in keeping with the spirit of these rates. In 2018, the Ontario government published Order in Council 894/2018, which increased the per diem rates of remuneration for part-time appointees to regulatory agencies by 1.9%, retroactive to January 1, 2018. The Board discussed the Committee's recommendation, noting that the change in rates affecting 2018 should be made clear in the 2018 Annual Report.

Motion: BE IT RESOLVED that the Board approves the revised per diem rates for Chair, Vice-Chair and Member, effective January 1, 2018 as set out in Table 1 of Schedule 2 attached to the Order in Council 894/2018 published on May 2, 2018, and that consequential amendments be made to the Director Remuneration Policy.

It was duly Moved, Seconded and Carried.

7.0 OTS Administrator Report

The OTS Administrator presented his report, highlighting the results of OTS's consultations on how to use the OTS surplus to benefit consumers and recent communications from the CRA that are expected to affect the size of the surplus.

The Administrator noted that, as a result of the consultation, OTS is recommending that a rebate program for Passenger & Light Truck tires be designed with options for either a point-of-sale rebate or a mail-in rebate. However, the Administrator also noted that, as a result of recent communications from the CRA to OTS, the surplus may be substantially less than was expected at the time of the Minister's direction regarding use of the OTS surplus to benefit consumers. The size of the surplus to support a consumer rebate program will not be known until the CRA makes a final decision.

The Board discussed the Administrator's report, including possible timing for completion of the CRA process. Following a discussion about OTS's staff resources, the Administrator indicated that the reduced number of OTS staff would not impact OTS's ability to administer a consumer rebate program.



8.0 Registrar's Report

The Registrar provided a report to the Board on tire producer reporting, noting that the producer obligation to report and pay fees by May 31, 2019 was on track. The Board and Registrar discussed the reporting process, noting similarities in reporting patterns to those identified in the 2018 process.

9.0 2018 Annual Report

The CEO presented the draft 2018 annual report for approval. It was noted that Board members had previously reviewed and provide comments on an earlier draft. The Director of Communications and Stakeholder Relations noted that staff are continuing to do quality assurance on the document.

Motion:

Whereas S. 44 (3) of the *Resource Recovery and Circular Economy Act, 2016*, S.6 (2) of the *Waste Diversion Transition Act, 2016* and S. 9 (3-6) and Schedule A of the Transitional Operating Agreement outline requirements for the Authority to submit an Annual Report covering the previous fiscal year by June 1st; and

Whereas the Board has approved the Audited Financial Statements for 2018; and

Whereas the Board has reviewed the draft Final 2018 Annual Report; and

Whereas the Ministry was provided the draft 2018 Annual Report for review 6 weeks in advance of the May 16 Board Meeting;

BE IT RESOLVED that the Board approves the Final 2018 Annual Report, subject to revisions arising from final comments, for submission to the Minister by June 1st and for public posting on the Authority's website.

It was duly Moved, Seconded and Carried.

10.0 Presentation by Modus Research – Stakeholder Perception and Awareness

The CEO welcomed representatives from Modus Research to present to the Board on their proposed methodology for conducting research into stakeholder awareness and perceptions of the Authority later this year. The CEO noted that a key objective is to gain insights into how to provide better support to businesses. Modus presented their methodology, which was discussed by the Board and staff.

11.0 Other Business

No other business items were raised.



12.0 Generative Discussion – Director Reports on Educational Courses

Ken Kawall described the content of an ICD course he took on Crown director effectiveness, and the Chair presented on an ICD course that she and the Vice-Chair took on the Board's role in developing a resilient organizational culture. A discussion followed each presentation.

13.0 In Camera Discussion

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

14.0 Adjournment

The meeting was adjourned at 3.55 p.m.

Glenda Gies

Mary Shenstone

Chair

Corporate Secretary